ORIGINAL

UNITED STATES BANKRUPTCY COU	RT VOLUNTARY		
Northern District of California	PETITION		
IN RE (Name of debtor - if individual, enter Last, First, Middle)	NAME OF JOINT DEBTOR (Spousel (Last, First, Middle)		
NATURAL WONDERS, INC., a Delaware corporation	N/A		
ALL OTHER NAMES used by the Debtor in the last 6 years	ALL OTHER NAMES used by the joint debtor in the last 6 years		
Natural Wonders; World of Science, Inc.; WOSI on	(include married, maiden and trade names) N/A		
the Web, Inc.; NW Capital Management, Inc. SOC. SEC./TAX I.D. NO. (If more than one, state all.)	SOC.SEC. /TAX I.D. NO. (If more than one, state all.)		
77-0141610	N/A		
STREET ADDRESS OF DEBTOR (No. and street, city, state and zip code)	STREET ADDRESS OF JOINT DEBTOR (No. and street, city, state and zip code)		
4209 Technology Drive, Fremont, CA 94538	N/A		
COUNTY OF RESIDENCE OR OF THE PRINCIPAL PLACE OF BUSINESS	COUNTY OF RESIDENCE OR OF PRINCIPAL PLACE OF BUSINESS		
Alameda County, CA MAILING ADDRESS OF DEBTOR (If different from street address.)	N/A		
MALLING ADDRESS OF DEBTOR (II different from street address.)	MAILING ADDRESS OF JOINT DEBTOR (If different from street address.) N/A		
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (If different fro			
Principal Office: 4209 Technology Drive, Fremont, CA			
Natural Wonders Distribution Center; 7200 Intermodal I	Orive, Jefferson County, Louisville, KY 40258		
Debtor also has 303 retail locations throughout the U.S			
INFORMATION REGARDING THE DEB	TOR (Check the applicable boxes)		
VENUE (Check any applicable box) Debtor has been domiciled or has had a residence, principal place of business, or principal assets	. See the Division of the Control of		
such 180 days than in any other District.	in this District for 180 days immediately preceding the date of this petition or for a longer part of		
There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending	in this District		
TYPE OF DEBTOR (Check all boxes that apply)	CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE		
Individual(s) Railroad	PETITION IS FILED (Check one box)		
Corporation Stockbroker	Chapter 7 Chapter 11 Chapter 13		
Partnership Commodity Broker	Chapter 9 Chapter 12		
Other	Sec. 304 - Case Ancillary to foreign proceeding		
NATURE OF DEBTS (check one box)	FILING FEE (Check one box)		
Consumer/Non-Business Business	Filing fee attached		
Ollanzen da Arrall Duguera de la la	Filing fee to be paid in installments. (Applicable to individuals only.) Must		
CHAPTER 11 SMALL BUSINESS (Check all boxes that apply)	attach signed application for the court's consideration certifying that the debtor is unable to		
Debtor is a small business as defined in 11 U.S.C. § 101	pay fee except in installments. Rule 1006(b); see Official Form No. 3.		
Debtor is and elects to be considered a small business under 11 U.S.C. \$1121(e) (Optional)	mile 1000(a), see Official Form NO. 3.		
Total (1) Topustus	THIS PLACE DIRECTURE DISCONLY		
STATISTICAL/ADMINISTRATIVE INFORMATION (Estimates only)	THIS PACE JOH TOURT DISTONLY		
(Estimates only) (Check applicable boxes)	ed creditors.		
Debtor estimates that funds will be available for distribution to unsecure			
Debtor estimates that, after any exempt property is excluded and admir there will be no funds available for distribution to unsecured creditors.	>±<= 0		
ESTIMATED NUMBER OF CREDITORS			
1-15 16-49 50-99 100-199 200-999 1	1000-over Spanish		
FORTING TO A COST TO			
\$0 to \$50,001 to \$100,001 \$500,001 \$1,000,001 \$10,000,00	1 \$50,000,001 More than		
\$50,000 \$100,000 to \$500,000 to \$1 million to \$10 million to \$50 million	to \$100 million \$100 million		
ESTIMATED DEBTS \$0 to \$50,001 to \$100,001 \$500,001 \$1,000,001 \$10,000,001	450,000,001		
	1 \$50,000,001 More than 1 to \$100 million \$100 million		

ATURAL WONDERS, INC., a Delaware corp Prior Bankruptcy Case Filed Within Last 6 Year Iff ment tens, etach additional sheet) Date Filed: N/A N/A Prending Bankruptcy Case Filed By Any Spouse, Partner Or Affiliate Of This Debtor Iff more than one, attach additional sheet) Date Filed: N/A N/A Prending Bankruptcy Case Filed By Any Spouse, Partner Or Affiliate Of This Debtor Iff more than one, attach additional sheet of Debtor. Name of Debtor. Relationship: Debtor's wholly-owned SIGNATURES SIGNATUR	1 B1, Page 2	
Location Where Filed: N/A N/A N	- Potation	
Pending Bankruptcy Case Filed By Any Spouse, Partner Or Affiliate Of This Debtor Ill more than one, attach additional at Name of Debtor. Name of Debtor. VORLD OF SCIENCE, INC., a New WORLD OF SCIENCE, INC., a New Work corporation District Relationship: Debtor's wholly-owned Subsidiary SIGNATURE(S) OF DEBTOR(S) (Individual / Joint) I declare under penalty of perjary that the information provided in this petition is true and carret. Ill petitioner is an individual whose doths are primarly consume debts and has oftens to file under chapter / 11, 12 or 13 of titls 11, United States of chapter, and chapter / 11, 12 or 13 of titls 11, United States of chapter and chapter / 11, 12 or 13 of titls 11, United States of chapter and chapter / 12, 13 or 13 of titls 11, United States of chapter and chapter of titls 11, United States of chapter and chapter of titls 11, United States Code, as specified in this petition. X Signature of Debtor X Signature of Joint Debtor Telephone Number (If not represented by attorney) Date SIGNATURE OF DEBTOR (Corporation / Partner Information provided in the debtor requests relief in accordance with the chapter of title 11, United States Code, as specified in this petition. X Signature of Debtor X Signature of Joint Debtor Telephone Number (If not represented by attorney) Date SIGNATURE OF DEBTOR (Corporation / Partner Information provided in this petition in the advance of the debtor requests relief in accordance with the chapter of title 11, United States Code, as specified in this petition. NATURAL MONDERS, INC., at the debtor requests relief in accordance with the chapter of title 11, United States Code, as specified in this petition. NATURAL MONDERS, INC., at the debtor requests relief in accordance with the chapter of the debtor. The debtor requests relief in accordance with the chapter of the debtor. NATURAL MONDERS, INC., at the debtor request of the debtor of the debtor of the debtor of the debtor of the debtor. The debtor requests relief in accordance with the		
Name of Debtor: WORLD OF SCIENCE, INC., a New York corporation District: Relationship: Debtor's wholly-owned SIGNATURES SIGNATURE(S) OF DEBTOR(S) (Individual / Joint) I declare under penalty of perjury that the information provided in this petition. It peritioner is an individual whose debts are primarily consumer debts and has chosen to fee under chapter // 11, 12 or 13 of title 11, United States Code, understand the relial available under each such chapter, and chose to be proceed under chapter // 11, 12 or 13 of title 11, United States Code, understand the relial available under each such chapter, and chose to be proceed under chapter // 11, 12 or 13 of title 11, United States Code, understand the relial available under each such chapter, and chose to proceed under chapter // 1 request relial in accordance with title 11, United States Code, understand the relial available under each such chapter, and chose to proceed under chapter // 1 request relial in accordance with title 11, United States Code, understand the relial available under each such chapter, and chose to proceed under chapter // 1 live 12 in 13 of title 11, United States Code, understand the relial available under each such chapter, and chose to proceed under chapter // 1 live 12 in 13 of title 11, United States Code, understand the relial available under each such chapter, and chose to proceed under chapter // 1 live 13 of title 11, United States Code, understand the relial available under each such chapter, and chose to proceed under chapter of Debtor X Signature of Debtor X Signature of Joint Debtor SIGNATURE OF ATTORINEY SIGNATURE OF MONATTORINEY PETITION PREPARET I cartify that I am a bankruptcy petition preparar as defined in 11 Us prepared this decument for compensation, and that I have provided the definition of this document for compensation, and that I have provided the definition of this petition. SIGNATURE OF MONATTORINEY PETITION PREPARET I cartify that I am a bankruptcy petition preparar as defined in 11 Us prepared t		
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of the Securities Exchange Act of 1934 and is requesting relief under chapter 11} Exhibit "A" is attached and made a part of this petition.		
EXHIRIT "R"		
	ed sheets	
(To be completed if debtor is an individual conforming to the appropriate Official Form for each person.		
whose debtors are primarily consumer debts.)		
I, the attorney for the petitioner named in the foregoing petition, Signature of Bankruptcy Petition Preparer		
declare that I have informed the petitioner that the or snet may proceed		
under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under such chapter.		
A bankruptcy petition preparer's failure to comply with the provisions of Federal Rules of Bankruptcy Procedure may result in fines or imprisonment.		
X U.S.C. § 110: 18 U.S.C. § 156	nent of Ooth. 11	
Signature of Attorney for Debtor(s)		

Exhibit A to Voluntary Petition

1.	If any of the debtor's securities are registered under Section 12 of the Securities Exchange Ac				
	1934, the SEC file number is 0-20035 .				
2.	The following financial data is the latest available information and refer	s to the Debtor's condition			
	on October 28. 2000.				
a.	Total assets:	\$126,627,000			
b.	Total debts (including debts listed in 2.c., below)	\$ 93,879,000			
c.	Debt securities held by more than 500 holders:	Approximate Number of Holders			
		/A N/A			
		/A N/A			
		/A N/A			
	secured unsecured subordinated \$\ N	<u>/A</u> <u>N/A</u>			
		<u>/A</u> <u>N/A</u>			
	secured unsecured subordinated \$ <u>N</u>	<u>/A</u> <u>N/A</u>			
d.	Number of shares of preferred stock N/A	<u>N</u> /A			
Com	nments, if any:				
3.	Brief description of Debtor's business: A retailer of unique and afforda traditional and distinctive science and nature products. As of 10/28/00 retail locations. As of 12/12/00, Debtor employed approximately 5,46 employees throughout the United States.), Debtor maintained 303			
4.	List the names of any persons who directly or indirectly owns, controls	. or holds, with power to			
	vote, 5% or more of the voting securities of Debtor:	,			
	Centennial Associates L.P, 900 Third Avenue, New York, NY 10022				
	Rubenstein, Robert S., 2341 El Camino Real, Redwood City, CA 9406	3			
	Grace & White, Inc., 515 Madison Avenue, Suite 1700, New York, NY 10022				
	Dimensional Fund Advisors I, 1299 Ocean Avenue, 11th Floor, Santa N				
	Norwest Equity Partners IV, 2800 Piper Jaffray Tower, 222 So Ninth S	t., Minneapolis, MN 55402			
	Copley Partners 2, L.P., Federal Reserve Plaza, 600 Atlantic Plaza, 13t	•			

WORD-SF\FRY\61238951.1 -3-

IN THE UNITED STATES BANKRUPTCY COURT

Northern District of California (Oakland Division)

In re:	}	Case No	
NATURAL WONDERS, INC., a Delaware corporation,	} }	Chapter 11	
Debtor-in-Possession.	}		

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

Date Sec 17,2000

Signed: //

By: PETER G. HANELT, Secretary NATURAL WONDERS, INC.

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF NATURAL WONDERS, INC. IN LIEU OF A SPECIAL MEETING

The undersigned, representing all of the Directors of NATURAL WONDERS, INC., a Delaware corporation (the "Corporation"), hereby take the following actions:

WHEREAS, it is in the best interest of NATURAL WONDERS, INC. (the "Corporation") to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

NOW THEREFORE, BE IT RESOLVED, that PETER G. HANELT, the Corporation's President, Chief Executive Officer, Chief Financial Officer and Secretary ("HANELT"), is hereby authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation (the "Bankruptcy Case");

BE IT FURTHER RESOLVED, that HANELT is hereby designated as the individual with primary and sole responsibility for handling matters in the Bankruptcy Case and as such, to act in the capacity of the Designated Responsible Individual as required by the Local Rule 4002 of the United States Bankruptcy Court for the Northern District of California, effective immediately;

BE IT FURTHER RESOLVED, that HANELT is hereby authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation; to otherwise do and perform all acts and deeds, and to execute and deliver all necessary documents on behalf of the Corporation, in connection with the Bankruptcy Case, in order to perform and fulfill the duties and responsibilities of a debtor-in-possession under Chapter 11 of Title 11 of the United States Code; and

BE IT FURTHER RESOLVED, that HANELT is hereby authorized and directed to employ attorney Michael H. Ahrens, Esq. and the law firm of Sheppard, Mullin, Richter & Hampton LLP, located at 4 Embarcadero Center, 17th Floor, San Francisco, CA 94111, to represent the Corporation as Reorganization Counsel in the Bankruptcy Case, in accordance with the Local Rules of the United States Bankruptcy Court for the Northern District of California.

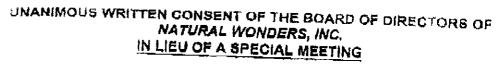
PETER G. HANELT, Director

SPearson Cummin TII

PEARSON C. CUMMIN III, Director

JULIUS JENSEN III, Director

BRUCE BEDA, Director



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PEARSON C. CUMMIN III, Director

JULIUS JENSEN III, Director

BRUCE BEDA, Director

DEC 16 '00 02:35PM

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF NATURAL WONDERS, INC. IN LIEU OF A SPECIAL MEETING

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PETER G. HANELT, Director

PEARSON C, CUMMINAL Director

JULIUS JENSEN III. Director

BRUCE BEDA, Director

9.9/9

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PEARSON C. CUMMIN III, Director

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BRUCE BEDA, Director

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PETER G. HANELT. Director

PEARSON C. CUMMIN III. Director

JULIUS JENSEN III, Director

BRUCE BEDA, Director

RONALD S. STAFFIÉRI, D. A.